

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)	PROMESA
)	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	No. 17 BK 3283-LTS
As a representative of)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i>,)	Re: ECF Dkt. Nos. 9274, 17380, 18130
Debtors.¹)	

**FEE EXAMINER'S SECOND SUPPLEMENTAL REPORT ON UNCONTESTED
INTERIM FEE APPLICATIONS RECOMMENDED FOR COURT APPROVAL AND
PRELIMINARY GUIDANCE FOR PROFESSIONALS ON THE
ANTICIPATED FINAL FEE APPLICATION PROCESS**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

With this supplemental report, the Fee Examiner recommends three previously deferred and still uncontested interim fee applications for the Court's approval, with adjustments, through the entry of the attached proposed order without further notice or a hearing.

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

SUPPLEMENTAL REPORT

On September 29, 2021, the Fee Examiner filed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the October 6, 2021 Omnibus Hearing* [Dkt. No. 18308] (the “**Twelfth Interim Period Report**”). The Twelfth Interim Period Report recommended the approval of a group of Twelfth Interim Period (February – May 2021) as well as several previously deferred uncontested interim applications for prior fee periods. It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the “**Deferred Fee Applications**”). On October 4, 2021, the Court entered the *Omnibus Order Awarding: Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Twelfth Interim (February 1, 2021-May 31, 2021) and Prior Compensation Periods* [Dkt. No. 18371] (the “**Twelfth Interim Compensation Order**”), allowing 34 interim fee applications.

On October 15, 2021, the Fee Examiner filed the *Fee Examiner's Supplemental Report on Uncontested Interim Fee Applications Recommended for Court Approval* [Dkt. No. 18517] (the “**Supplemental Twelfth Interim Fee Period Report**”), recommending, on an uncontested basis, ten additional interim fee applications. On October 21, the Court entered the *Supplemental Omnibus Order Awarding: Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Twelfth Interim (February 1, 2021-May 31, 2021) and Prior Compensation Periods* [Dkt. No. 18625] (the “**Supplemental Twelfth Interim Compensation Order**”).

The Fee Examiner now recommends three additional interim fee applications for Court approval as outlined on **Exhibit A**—all without objection. The Deferred Fee Applications listed on **Exhibits B** and **C** remain the subject of discussions. Those applications will, with the

continued consent of the applicants and with the Court's permission, be deferred to the February 2, 2022 omnibus hearing or a later date.

GUIDANCE ON ANTICIPATED FINAL FEE APPLICATION PROCESS

Some professionals have begun asking about the final fee review and approval process in anticipation of a possible Commonwealth plan confirmation order in the near future. After careful consideration, the Fee Examiner requests the separate submission of interim fee applications for the “**Fourteenth Interim Fee Period**” (October 1, 2021 to January 31, 2022) and prior applications still unresolved—all to be reviewed and recommended for Court approval *before* the submission of final fee applications.

Upon entry of any confirmation order, the Fee Examiner will issue detailed instructions to professionals with respect to the submission of remaining interim and final fee applications. Under the pending plan of adjustment, the Court and the professionals should expect Fourteenth Interim Fee Period applications to be due forty-five days after the Commonwealth plan effective date. Further, the Fee Examiner will require professionals that are not current with their interim fee applications (or who have filed applications inadequately supplemented by supporting data) to complete the interim fee process prior to filing a final fee application.

RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these three pending applications.

Attached to this Supplemental Report as **Exhibit D** is a proposed *Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services*

Rendered and Reimbursement of Expenses for the Twelfth Interim (February 1, 2021-May 31, 2021) and Prior Compensation (the “**Proposed Second Supplemental Twelfth Interim Compensation Order**”), which embodies the consensual reductions recommended in this report. The Proposed Second Supplemental Twelfth Interim Compensation Order in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

In light of this report and the continuing absence of objection, the Fee Examiner asks that the Court enter the Proposed Second Supplemental Twelfth Interim Compensation Order at its earliest convenience.

Dated: December 8, 2021.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing motion with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL STRATEGIES, PSC

s/Eyck O. Lugo

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26356971.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Twelfth Fee Period Applications Approved:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
Fourth Interim Fee Period (June 1 - September 30, 2018)									
	<i>Debtors' Consultant</i>								
1	Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09	\$ 17,929.27	\$ -	\$ -	\$ 635,762.82		\$ -
Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)									
	<i>Puerto Rico Counsel to Special Claims Committee</i>								
2	Estrella, LLC [Dkt. No. 18130]	2/1/201 - 5/31/20021	\$ 194,048.00	\$ 20,079.20	\$ 1,754.01	\$ -	\$ 173,968.80		\$ 1,754.01
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
3	Paul Hastings [Dkt. No. 17380]	2/1/2021 - 5/31/2021	\$ 1,916,538.50	\$ 54,537.55	\$ 78,760.38	\$ 200.00	\$ 1,862,000.95	FN1	\$ 78,560.38

FN1 - The Fee Examiner recommends that, for the eleventh interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$36,526.28, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,639,166.95 (i.e., \$1,916,538.50 minus (a) the aforementioned credit of \$36,526.28 and (b) a credit of \$240,845.28 for fee reductions pursuant to the orders approving Paul Hastings' Ninth and Tenth Interim Fee Applications).

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Twelfth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
1-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03		
1-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66		
2	<i>Puerto Rico Counsel for PREPA</i> Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22		
3	<i>Investment Banker and Financial Advisor to FOMB</i> Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00		\$ 41,623.98		
4	<i>Debtors' Consultant</i> Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65		
Sixth Interim Fee Period (February 1 - May 31, 2019)							
5-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81		
5-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38		
6	<i>Investment Banker and Financial Advisor to FOMB</i> Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61		
7	<i>Special Counsel to FOMB - PREPA</i> Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -		
8-a	<i>Counsel to AAFAF - Commonwealth</i> O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68		
8-b	<i>Counsel to AAFAF - HTA</i> O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31		
8-c	<i>Counsel for AAFAF - ERS</i> O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00		
8-d	<i>Counsel to AAFAF - PREPA</i> O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65		
9	<i>Investment Banker and Financial Advisor to FOMB</i> PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16		
Seventh Interim Fee Period (June 1 - September 30, 2019)							
10-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13		
10-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53		
11-a	<i>Claims Counsel to FOMB - Commonwealth</i> Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25		
11-b	<i>Claims Counsel to FOMB - HTA</i> Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -		
11-c	<i>Claims Counsel to FOMB - ERS</i> Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -		
11-d	<i>Claims Counsel to FOMB - PREPA</i> Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00		\$ 9,138.57		

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Fifth - Twelfth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Investment Banker and Financial Advisor to FOMB</i>							
12	Citigroup Global Markets Inc. [Dkt. No. 16155]	6/1 - 9/30/2019	\$ 4,705,000.00		\$ 813,391.60			
	<i>Special Counsel to FOMB - PREPA</i>							
13	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
14-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
14-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
14-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
14-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
15	PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
	Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
	<i>Financial Advisors to Commonwealth</i>							
16-a	Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
	<i>Financial Advisors to PREPA</i>							
16-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
17-a	Brown Rudnick LLP [Dkt. No. 12847]	10/1/2019 - 1/31/2020	\$ 643,562.50		\$ 40,133.81			
	<i>Claims Counsel to FOMB - ERS</i>							
17-b	Brown Rudnick LLP [17-3566 Dkt. No. 864]	10/1/2019 - 1/31/2020	\$ 178,082.50		\$ 598.20			
	<i>Claims Counsel to FOMB - HTA</i>							
17-c	Brown Rudnick LLP [17-3567 Dkt. No. 766]	10/1/2019 - 1/31/2020	\$ 2,885.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
17-d	Brown Rudnick LLP [17-4780 Dkt. No. 1965]	10/1/2019 - 1/31/2020	\$ 261,844.00		\$ 2,889.11			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
18	Citigroup Global Markets Inc. [Dkt. No. 16156]	10/1/2019 - 1/31/2020	\$ 4,840,000.00		\$ 1,206.00			
	<i>Special Counsel to FOMB - PREPA</i>							
19	Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
20-a	O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
	<i>Counsel to AAFAF - HTA</i>							
20-b	O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
	<i>Counsel to AAFAF - ERS</i>							
20-c	O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
	<i>Counsel to AAFAF - PREPA</i>							
20-d	O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
21	PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
	<i>Counsel to Debtors - Commonwealth</i>							
22-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70		\$ 488,281.95			

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Fifth - Twelfth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors - ERS</i>							
22-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90		\$ 72,528.81			
	<i>Counsel to Debtors - HTA</i>							
22-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10		\$ 82,253.31			
	<i>Counsel to Debtors - PBA</i>							
22-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80		\$ 105.80			
	<i>Counsel to Debtors - PREPA</i>							
22-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30		\$ 316,994.84			
	<i>Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)</i>							
	<i>Financial Advisors to Commonwealth</i>							
23-a	Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
	<i>Financial Advisors to PREPA</i>							
23-b	Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
24-a	Brown Rudnick LLP [Dkt. No. 15765]	2/1 - 5/31/2020	\$ 514,656.00		\$ 2,767.12			
	<i>Claims Counsel to FOMB - ERS</i>							
24-b	Brown Rudnick LLP [17-3566 Dkt. No. 1070]	2/1 - 5/31/2020	\$ 373,027.50		\$ 7,554.43			
	<i>Claims Counsel to FOMB - HTA</i>							
24-c	Brown Rudnick LLP [17-3567 Dkt. No. 965]	2/1 - 5/31/2020	\$ 1,471.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
24-d	Brown Rudnick LLP [17-4780 Dkt. No. 2373]	2/1 - 5/31/2020	\$ 28,170.00		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
25	Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00		\$ 9,354.30			
	<i>Special Counsel to FOMB - PREPA</i>							
26	Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
27-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			
	<i>Counsel to AAFAF - ERS</i>							
27-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03			
	<i>Counsel to AAFAF - HTA</i>							
27-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61			
	<i>Counsel to AAFAF - PREPA</i>							
27-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99			
	<i>Local Counsel to the FOMB</i>							
28	O'Neill & Borges LLC [Dkt. No. 16782]	2/1 - 5/31/2020	\$ 455,558.85		\$ 509.09			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
29	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
	<i>Counsel to Debtors - Commonwealth</i>							
30-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60		\$ 812,642.95			
	<i>Counsel to Debtors - ERS</i>							
30-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20		\$ 49,926.81			
	<i>Counsel to Debtors - HTA</i>							
30-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80		\$ 27,280.77			

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Fifth - Twelfth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
30-d	<i>Counsel to Debtors - PBA</i> Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80		\$ 443.90			
30-e	<i>Counsel to Debtors - PREPA</i> Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10		\$ 255,819.76			
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)								
31-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 18095]	6/1 - 9/30/2020	\$ 5,079,515.26		\$ -			
31-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -			
32-a	<i>Claims Counsel to FOMB - Commonwealth</i> Brown Rudnick LLP [Dkt. No. 16282]	6/1 - 9/30/2020	\$ 400,158.00		\$ 2,923.99			
32-b	<i>Claims Counsel to FOMB - ERS</i> Brown Rudnick LLP [17-3566 Dkt. No. 1117]	6/1 - 9/30/2020	\$ 194,704.00		\$ 195,408.96			
32-c	<i>Claims Counsel to FOMB - HTA</i> Brown Rudnick LLP [17-3567 Dkt. No. 999]	6/1 - 9/30/2020	\$ 162.00		\$ -			
32-d	<i>Claims Counsel to FOMB - PREPA</i> Brown Rudnick LLP [17-4780 Dkt. No. 2425]	6/1 - 9/30/2020	\$ 54,363.00		\$ 71.33			
33	<i>Investment Banker and Financial Advisor to FOMB</i> Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00		\$ 7,115.40			
34	<i>Special Counsel to FOMB - PREPA</i> Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -			
35-a	<i>Counsel to AAFAF - Commonwealth</i> O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04		\$ 210,123.92			
35-b	<i>Counsel to AAFAF - ERS</i> O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95		\$ 74,371.80			
35-c	<i>Counsel to AAFAF - HTA</i> O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00		\$ 2,182.88			
36	<i>Local Counsel to the FOMB</i> O'Neill & Borges LLC [Dkt. No. 17660]	6/1 - 9/30/2020	\$ 283,425.75		\$ 3,968.93			
37	<i>Investment Banker and Financial Advisor to FOMB</i> PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81			
38-a	<i>Counsel to Debtors - Commonwealth</i> Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90		\$ 556,621.24			
38-b	<i>Counsel to Debtors - ERS</i> Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,127,593.90		\$ 93,500.38			
38-c	<i>Counsel to Debtors - HTA</i> Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996]	6/1 - 9/30/2020	\$ 389,151.90		\$ 37,317.45			
38-d	<i>Counsel to Debtors - PBA</i> Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110]	6/1 - 9/30/2020	\$ 27,642.00		\$ -			
38-e	<i>Counsel to Debtors - PREPA</i> Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410]	6/1 - 9/30/2020	\$ 3,938,373.60		\$ 144,038.33			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Twelfth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)								
	<i>Financial Advisors - Commonwealth</i>							
39-a	Ankura Consulting Group, LLC [Dkt. No. 18168]	10/1/2020 - 1/31/2021	\$ 4,613,452.36		\$ 68,005.73			
	<i>Financial Advisors - PREPA</i>							
39-b	Ankura Consulting Group, LLC [Dkt. No. 17831]	10/1/2020 - 1/31/2021	\$ 1,850,867.90		\$ 36,019.70			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
40-a	Brown Rudnick LLP [Dkt. No. 17447]	10/1/2020 - 1/31/2021	\$ 612,405.00		\$ 2,238.65			
	<i>Claims Counsel to FOMB - ERS</i>							
40-b	Brown Rudnick LLP [17-3566 Dkt. No. 1186]	10/1/2020 - 1/31/2021	\$ 43,511.00		\$ 10,535.60			
	<i>Claims Counsel to FOMB - PREPA</i>							
40-c	Brown Rudnick LLP [17-4780 Dkt. No. 2564]	10/1/2020 - 1/31/2021	\$ 29,826.00		\$ 34.17			
	<i>Debtors' Service Agent</i>							
41	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18293]	9/1/2020 - 1/31/2021	\$ 18,473.90		\$ 39,669.47			
	<i>Attorneys for FOMB</i>							
42	Munger, Tolles & Olson LLP [Dkt. No. 17553]	2/1/2020 - 11/30/2020	\$ 103,642.16		\$ 9,505.50			
	<i>Counsel to AAFAF - Commonwealth</i>							
43-a	O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00		\$ 181,441.88			
	<i>Counsel to AAFAF - ERS</i>							
43-b	O'Melveny & Myers LLP [Dkt. No. 16769]	10/1/2020 - 1/31/2021	\$ 712,225.00		\$ 93,367.41			
	<i>Counsel to AAFAF - HTA</i>							
43-c	O'Melveny & Myers LLP [Dkt. No. 16770]	10/1/2020 - 1/31/2021	\$ 73,920.50		\$ 4,409.76			
	<i>Local Counsel to the FOMB</i>							
44	O'Neill & Borges LLC [Dkt. No. 18127]	10/1/2020 - 1/31/2021	\$ 328,468.50		\$ 3,894.86			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
45	PJT Partners LP [Dkt. No. 16945]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -			
	<i>Counsel to Debtors - Commonwealth</i>							
46-a	Proskauer Rose LLP [Dkt. No. 17587]	10/1/2020 - 1/31/2021	\$ 11,164,006.40		\$ 438,081.14			
	<i>Counsel to Debtors - ERS</i>							
46-b	Proskauer Rose LLP [Dkt. No. 17589 and 17-3566 Dkt. No. 1194]	10/1/2020 - 1/31/2021	\$ 1,308,558.00		\$ 141,875.63			
	<i>Counsel to Debtors - HTA</i>							
46-c	Proskauer Rose LLP [Dkt. No. 17591 and 17-3567 Dkt. No. 1056]	10/1/2020 - 1/31/2021	\$ 1,790,417.60		\$ 78,072.78			
	<i>Counsel to Debtors - PBA</i>							
46-d	Proskauer Rose LLP [Dkt. No. 17596 and 19-5523 Dkt. No. 166]	10/1/2020 - 1/31/2021	\$ 12,769.50		\$ 344.00			
	<i>Counsel to Debtors - PREPA</i>							
46-e	Proskauer Rose LLP [Dkt. No. 17592 and 17-4780 Dkt. No. 2573]	10/1/2020 - 1/31/2021	\$ 3,859,914.50		\$ 129,277.60			
Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)								
	<i>Financial Advisors - PREPA</i>							
47	Ankura Consulting Group, LLC [Dkt. No. 19189 and 17-4780 Dkt. No. 2650]	2/1/2021 - 5/31/2021	\$ 2,363,550.60		\$ -			
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - AAFAF</i>							
48	Brattle Group, Inc., The [Dkt. No. 17393]	2/1/2021 - 5/31/2021	\$ 90,518.62		\$ -			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Twelfth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
49-a	<i>Claims Counsel to FOMB - Commonwealth</i> Brown Rudnick LLP [Dkt. No. 17740]	2/1/2021 - 5/31/2021	\$ 537,973.00		\$ 2,328.07			
49-b	<i>Claims Counsel to FOMB - ERS</i> Brown Rudnick LLP [17-3566 Dkt. No. 1208]	2/1/2021 - 5/31/2021	\$ 57,377.00		\$ 5,493.50			
49-c	<i>Claims Counsel to FOMB - PREPA</i> Brown Rudnick LLP [17-4780 Dkt. No. 2592]	2/1/2021 - 5/31/2021	\$ 8,687.00		\$ -			
50	<i>Puerto Rico Counsel to PREPA</i> Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 17405 AND 17-4780 Dkt No. 2560]	2/1/2021 - 5/31/2021	\$ 1,989,845.00		\$ 6,554.35			
51	<i>Debtors' Service Agent</i> Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18296]	2/1/2021 - 5/31/2021	\$ 17,199.60		\$ 31,571.53			
52	<i>Financial Advisor to FOMB</i> Ernst & Young LLP [Dkt. No. 18066 & 18454 & 18494]	2/1/2021 - 5/31/2021	\$ 10,021,758.20		\$ 1,769.80			
53	<i>Puerto Rico Counsel to the AAFAF</i> Marini Pietrantoni Muniz LLC [Dkt. No. 17357]	2/1/2021 - 5/31/2021	\$ 380,863.00		\$ 5,054.48			
54	<i>Local Counsel to the FOMB</i> O'Neill & Borges LLC [Dkt. No. 19412]	2/1/2021 - 5/31/2021	\$ 310,184.10		\$ 7,080.85			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Application Deferred:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Counsel to AAFAF - COFINA</i>							
1	O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

EXHIBIT D

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 9274, 17380, 18130

**SECOND SUPPLEMENTAL OMNIBUS ORDER AWARDING INTERIM
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE TWELFTH INTERIM
(FEBRUARY 1, 2021 – MAY 31, 2021) AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 9274, 17380, and 18130; the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary

expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 717, 724, 862, 864, 873, 967, 988, 1070, 1048, 1112, 1117, 1186, 1194, 1208 [Case No. 17-3566], 615, 654, 657, 764, 766, 770, 920, 925, 952, 965, 996, 999, 1056 [Case No. 17-3567], 1133, 1137, 1489, 1604, 1786, 1778, 1788, 1963, 1965, 1970, 1977, 2175, 2208, 2343, 2373, 2377, 2410, 2425, 2560, 2564, 2573, 2592, 2650 [Case No. 17-4780], 70, 96, 110, 166 [Case No. 19-5523], 5810, 8014, 8180, 8454, 9215, 9275, 9316, 9332, 9354, 9538, 9539, 12180, 12401, 12827, 12829, 12831, 12833, 12835, 12847, 12907, 13600, 13725, 14031, 14041, 14179, 14348, 14350, 14352, 14354, 14356, 14522, 14523, 14924, 15472, 15477, 15481, 15482, 15553, 15554, 15577, 15765, 16075, 16143, 16144, 16146, 16148, 16150, 16155, 16156, 16157, 16158, 16282, 16768, 16769, 16770, 16782, 16945, 17357, 17393, 17405, 17447, 17553, 17587, 17589, 17591, 17592, 17596, 17660, 17740, 17831, 18066, 18095, 18127, 18168, 18293, 18296, 18454, 18494, 19189, 19412] remain adjourned for consideration at a later hearing date.

5. This Order resolves Docket Entry Nos. 9274, 17380, and 18130;

SO ORDERED.

Dated: _____, 2021

LAURA TAYLOR SWAIN
United States District Judge

26356096.1